UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 14, 2018

ADMA BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-36728	56-2590442
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

465 State Route 17, Ramsey, New Jersey	07446
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (201) 478-5552

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ý

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On May 14, 2018, ADMA Biologics, Inc., a Delaware corporation (the "Company"), and its two wholly-owned subsidiaries, ADMA BioManufacturing, LLC, a Delaware limited liability company ("ADMA BioManufacturing"), and ADMA Bio Centers Georgia Inc., a Delaware corporation ("ADMA BioCenters"), entered into a Share Transfer, Amendment and Release Agreement with Biotest Pharmaceuticals Corporation ("BPC"), Biotest AG, Biotest US Corporation and The Biotest Divestiture Trust (the "Biotest Trust") (the "Biotest Transfer Agreement"). Pursuant to the Biotest Transfer Agreement, BPC transferred to the Company, for no cash consideration, 8,591,160 shares of the Company's non-voting common stock, $0.0001 par value per share (the "Non-Voting Common Stock"), previously issued to BPC at an aggregate valuation of approximately $31.4 million, or $3.66 per share, in connection with the Company's June 2017 acquisition of certain assets of the Therapy Business Unit (the "BTBU") of BPC (the "Biotest Transaction") and representing 100% of the Company's issued and outstanding Non-Voting Common Stock (the "NV Biotest Shares"). The total consideration which the Company paid for the BTBU was $59.8 million, comprised of the NV Biotest Shares, 4,295,580 shares of the Company's voting common stock, $0.0001 par value per share (the "Common Stock"), and the Company's Marietta and Norcross, GA plasma centers which have an aggregate value of $12.6 million. Immediately upon transfer of the NV Biotest Shares to the Company, the shares were retired and are no longer available for issuance. The retired NV Biotest Shares comprised approximately 19% of the Company's total outstanding common stock as of May 14, 2018.

Pursuant to the Biotest Transfer Agreement, in exchange for the transfer and retirement of the NV Biotest Shares, the Company has: (i) granted Biotest AG and BPC and their successors and assigns a release from all potential past, present and future indemnity claims arising under that certain Master Purchase and Sale Agreement, dated as of January 21, 2017, by and among the Company, ADMA BioManufacturing, BPC, and for certain limited purposes set forth in the Purchase Agreement, Biotest AG and Biotest US Corporation; and (ii) relinquished its rights pursuant to that certain Purchase Agreement, dated as of June 6, 2017, by and among the Company, ADMA BioCenters and BPC (the "Biocenters Purchase Agreement"), to repurchase its two U.S. Food and Drug Administration approved plasma collection centers required to be transferred to BPC on January 1, 2019, resulting in the Biotest Transfer Agreement amending the Biocenters Purchase Agreement solely for the relinquishment of this repurchase right. In addition, pursuant to the Biotest Transfer Agreement, BPC waived and terminated its rights to name a director and an observer to the Company's Board of Directors. As BPC has made public statements regarding the U.S. Government required divestiture of all of BPC's U.S. assets in connection with the sale of Biotest AG to CREAT Group Corporation, pursuant to the Biotest Transfer Agreement BPC, subject to the receipt of required regulatory approvals, has also agreed to transfer its remaining 10,109,534 shares of Common Stock to the Biotest Trust upon the earlier of (i) receipt of consent from the necessary governmental authorities and (ii) July 1, 2018 (provided that Biotest AG, BPC and the Biotest Trust have received all required regulatory approvals for the Biotest Trust to own and hold the Common Stock) (the "Voting Share Closing Date"). Furthermore, pursuant to the Biotest Transfer Agreement, the Biotest Trust has agreed to be bound by all obligations of, and will have all of the remaining rights of, BPC under that certain: (i) Stockholders Agreement, dated as of June 6, 2017, by and between the Company and BPC, as amended by the Biotest Transfer Agreement solely to (x) substitute the Biotest Trust for BPC as a party thereto and (y) remove Article VI thereto in its entirety; and (ii) Registration Rights Agreement, dated as of June 6, 2017, by and between the Company and BPC, as amended by the Biotest Transfer Agreement, effective on the Voting Share Closing Date, solely to substitute the Biotest Trust for BPC as a party thereto. Furthermore, subject to the terms contained in the Biotest Transfer Agreement, for a 90-day period following the Voting Share Closing Date, the Biotest Trust has granted the Company a right of first negotiation for the purchase of the remaining shares of Common Stock then-held by the Biotest Trust. The Company's other existing agreements with BPC and Biotest AG related to (i) the Company's procurement of source plasma from BPC plasma centers, (ii) BPC's purchase of source plasma from the Company's plasma centers, (iii) the license granted to Biotest AG and (iv) the transition services being provided following the Biotest Transaction, each remain unchanged.

The description of the Biotest Transfer Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Biotest Transfer Agreement, a copy of which will be filed with the Company's next Quarterly Report on Form 10-Q.

On May 14, 2018, the Company issued a press release announcing its entry into the Biotest Transfer Agreement and the retirement of the NV Biotest Shares. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 2.02 Results of Operations and Financial Condition.

On May 14, 2018, the Company issued a press release announcing its financial results for the three months ended March 31, 2018. A copy of the press release is furnished herewith as Exhibit 99.2.*

The information in this report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	ADMA Biologics, Inc. Press Release, dated May 14, 2018.
99.2	ADMA Biologics, Inc. Press Release, dated May 14, 2018.

* The information in Item 2.02 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 14, 2018

ADMA Biologics, Inc.

By: /s/ Brian Lenz
Name: Brian Lenz
Title: Vice President and Chief Financial Officer

ADMA Biologics Retires Approximately 8.6 Million Shares Previously Issued to Biotest

Capital Structure Improved as Total Outstanding Common Stock Reduced By Approximately 19%

RAMSEY, N.J. and BOCA RATON, FL., – May 14, 2018 – ADMA Biologics, Inc. (NASDAQ: ADMA) ("ADMA" or the "Company") announced today that it has negotiated the receipt and immediate retirement of approximately 8.6 million shares of its non-voting common stock previously issued to Biotest Pharmaceuticals Corporation ("BPC") and its former parent, Biotest AG (collectively, "Biotest"), as consideration for the waiver and release of certain ADMA rights under the Master Purchase and Sale Agreement, dated as of January 21, 2017, among ADMA and Biotest and certain of their subsidiaries (the "Master Purchase Agreement").

"We believe the retirement of the non-voting common stock simplifies ADMA's capital structure, while reducing our total common stock outstanding by approximately 19%, from 45.3 million shares to 36.7 million shares," stated Adam Grossman, ADMA's President and Chief Executive Officer.

Mr. Grossman further stated, "We are very pleased to assist Biotest as our partner, who is finalizing its pending divestiture of U.S. assets, and return this value to our stockholders."

"The total consideration ADMA paid for the Biotest Therapy Business Unit in June 2017 comprised of approximately 12.9 million shares of ADMA's common stock, and ADMA's two plasma collection centers which are planned to be transferred to BPC on January 1, 2019," stated Brian Lenz, ADMA's Chief Financial Officer.

Under the terms of a Share Transfer, Amendment and Release Agreement:

- BPC will transfer approximately 8.6 million shares of ADMA's non-voting common stock back to ADMA, which represents 100% of the issued and outstanding non-voting ADMA common stock held by BPC.
- BPC will waive and terminate all rights to name a director and observer to ADMA's Board of Directors.
- For a certain period of time, subject to required regulatory approvals ADMA will have a right of first negotiation to purchase the remaining shares of ADMA common stock.
- ADMA will release Biotest from any and all potential past, present and future indemnification claims in connection with the Master Purchase Agreement.
- ADMA will waive and terminate its rights to repurchase two ADMA BioCenters located in Norcross and Marietta, GA, which ADMA had previously agreed to transfer to BPC on January 1, 2019.

The description of the release and termination provisions, as well as additional agreements in this press release, are not all inclusive and, as such, the statements in this press release are qualified in their entirety by reference to the description of the Share Transfer, Amendment and Release Agreement which will be included in a Current Report on Form 8-K to be filed by ADMA with the Securities and Exchange Commission. You can view our public filings, including the referenced Form 8-K by visiting our website at www.admabiologics.com

About ADMA Biologics, Inc. (ADMA)
ADMA is a vertically integrated commercial biopharmaceutical company that manufactures, markets and develops specialty plasma-based biologics for the treatment of Primary Immune Deficiency Disease (“PIDD”) and the prevention and treatment of certain infectious diseases. ADMA's mission is to develop and commercialize plasma-derived, human immune globulins targeted to niche patient populations for the treatment and prevention of certain infectious diseases. The target patient populations include immune-compromised individuals who suffer from an underlying immune deficiency disease, or who may be immune-compromised for other medical reasons. ADMA has received U.S. Patents 9,107,906, 9,714,283 and 9,815,886 related to certain aspects of its lead product candidate, RI-002. For more information, please visit www.admabiologics.com.

Cautionary Note Regarding Forward-Looking Statements
This press release contains "forward-looking statements" pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, about ADMA Biologics, Inc. ("we“, “our” or the “Company”). Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance or achievements, and may contain the words "estimate," “project,” "intend," “forecast,” "target,” ”anticipate,” “plan,” “planning,” “expect,” “believe,” “will," “is likely,” “will likely,” “should,” “could,” "would," "may," or, in each case, their negative, or words or expressions of similar meaning. These forward-looking statements also include, but are not limited to, statements concerning our plans to develop, manufacture, market, launch and expand our own commercial infrastructure and commercialize our current products and future products, the safety, efficacy and expected timing of, and our ability to, obtain and maintain regulatory approvals of our current products and product candidates, and the labeling or nature of any such approvals, the success of our work with our third party vendors and the U.S. Food and Drug Administration (the “FDA”) in furtherance of and progress towards an approval of our Biologics License Application for specialty plasma-based biologics and the ability of such third parties to respond adequately or in a timely manner to the issues raised by the FDA, our ability to successfully pursue commercialization and prelaunch activities, the timeframe within which we may receive approval from the FDA for specialty plasma-based biologics, if at all, the potential of our specialty plasma-based biologics to provide meaningful clinical improvement for patients living with Primary Immune Deficiency Disease or other indications, our ability to realize increased prices for plasma growth in the plasma collection industry and our expectations for future capital requirements. Actual events or results may differ materially from those described in this document due to a number of important factors. Current and prospective security holders are cautioned that there also can be no assurance that the forward-looking statements included in this press release will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation or warranty by ADMA or any other person that the objectives and plans of ADMA will be achieved in any specified time frame, if at all. Except to the extent required by applicable laws or rules, ADMA does not undertake any obligation to update any forward-looking statements or to announce revisions to any of the forward-looking statements. Forward-looking statements are subject to many risks, uncertainties and other factors that could cause our actual results, and the timing of certain events, to differ materially from any future results expressed or implied by the forward-looking statements, including, but not limited to, the risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission, including our most recent reports on Form 10-K, 10-Q and 8-K, and any amendments thereto.

COMPANY CONTACT:
Brian Lenz
Vice President and Chief Financial Officer |201-478-5552 | www.admabiologics.com

INVESTOR RELATIONS CONTACT:
Jeremy Feffer
Managing Director, LifeSci Advisors, LLC | 212-915-2568 |

ADMA Biologics Reports First Quarter 2018 Financial Results

Key Manufacturing Milestones Achieved During First Quarter

RAMSEY, N.J. and BOCA RATON, FL., – May 14, 2018 – ADMA Biologics, Inc. (NASDAQ: ADMA) ("ADMA" or the "Company"), today announced its financial results for the quarter ended March 31, 2018 and provided an update on its operations and corporate objectives.

"During the first quarter, we achieved several internal goals regarding the improvement of our quality systems and manufacturing processes, including a significant regulatory milestone with the commercial product release of Nabi-HB®," stated Adam Grossman, President and Chief Executive Officer. "The recently commercialized batch of Nabi-HB® was sourced and manufactured under our ownership, resulting in increased quarter-over-quarter revenues."

Mr. Grossman continued, "Also during the quarter, we successfully qualified the filling and packaging process for Bivigam®, our Intravenous Immunoglobulin ("IVIG") product, and filled three conformance batches, along with the production and filling of three RI-002 conformance batches. The filled Bivigam® and RI-002 batches are currently undergoing stability testing, as required by the U.S. Food and Drug Administration ("FDA"), and results are planned to be used to support our anticipated Prior Approval Supplement ("PAS") for Bivigam® and Biologics License Application ("BLA") for RI-002. These batches are the first conformance lots manufactured using our improved, optimized IVIG production process. We anticipate that upon FDA approval of the regulatory filings, we will have the ability to use these conformance batches as commercial product. We continue to believe that our regulatory timelines established at the beginning of 2018 remain on track, and we look forward to providing further updates as they occur."

2018 Anticipated Goals and Milestones

- Continuous Improvement to our Overall Corporate Quality Systems
- Complete FDA inspection process and receive feedback from the Agency
- Submit PAS for optimized Bivigam®/IVIG manufacturing process
- Respond to complete response letter and resubmit BLA for RI-002
- Resume supply of marketed products
- Obtain FDA approval for our third plasma collection center

Financial Results for the Three Months Ended March 31, 2018

ADMA reported total revenues of $4.0 million for the first quarter ended March 31, 2018, as compared to $2.6 million for the first quarter ended March 31, 2017, representing an increase of $1.4 million, or approximately 54%. The increase in revenues was primarily due to the accretive nature of assets and commercial product rights acquired from the Biotest Pharmaceuticals Corporation Therapy Business Unit ("BTBU"), which was completed in June 2017.

The consolidated net loss for the first quarter ended March 31, 2018 was $17.8 million, or $(0.39) per basic and diluted share, as compared to a consolidated net loss of $6.5 million, or $(0.51) per basic and diluted share, for the first quarter ended March 31, 2017. The increase in net loss of $11.3 million was primarily attributable to increased product revenue costs of $10.6 million, which included unabsorbed manufacturing costs of $5.2 million at our plasma fractionation facility acquired in the BTBU transaction, $2.5 million of costs related to the production of RI-002 and $1.1 million of costs related to the production of Bivigam, among other product revenue related revenue costs. Other costs attributable to the increased net loss include higher employee related costs of approximately $1.6 million as part of the BTBU acquisition. Included in the net loss for the quarter ended March 31, 2018 were non-cash expenses of $1.6 million for stock-based compensation, depreciation and amortization, and non-cash interest expense.

At March 31, 2018, ADMA had cash and cash equivalents of $26.1 million, as compared to $43.1 million at December 31, 2017. ADMA’s net working capital as of March 31, 2018 was $37.0 million, as compared to $53.7 million as of December 31, 2017.

About ADMA Biologics, Inc. (ADMA)
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ADMA BIOLOGICS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Three Months Ended March 31, 2018 and 2017

	Three Months Ended March 31,	
	2018	**2017**
REVENUES:		
Product revenue	$ 4,006,298	$ 2,593,163
License and other revenue	35,708	35,708
Total Revenues	4,042,006	2,628,871
OPERATING EXPENSES:		
Cost of product revenue (exclusive of amortization expense shown below)	12,242,748	1,616,287
Research and development	1,281,706	1,192,727
Plasma centers	1,833,774	1,479,476
Amortization of intangibles	211,235	—
Selling, general and administrative	5,005,046	4,277,384
TOTAL OPERATING EXPENSES	20,574,509	8,565,874
LOSS FROM OPERATIONS	(16,532,503)	(5,937,003)
OTHER INCOME (EXPENSE):		
Interest income	26,546	18,568
Interest expense	(1,323,152)	(618,528)
Other income	6,967	—
OTHER EXPENSE, NET	(1,289,639)	(599,960)
NET LOSS	$ (17,822,142)	$ (6,536,963)
BASIC AND DILUTED LOSS PER COMMON SHARE	$ (0.39)	$ (0.51)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:		
Basic and Diluted	45,317,042	12,886,741

ADMA BIOLOGICS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS:

	March 31, 2018	December 31, 2017
ASSETS	(Unaudited)	
Current assets:		
Cash and cash equivalents	$ 26,119,837	$ 43,107,574
Accounts receivable, net	3,657,602	3,880,154
Inventories	12,438,802	12,628,181
Prepaid expenses and other current assets	2,703,214	2,050,740
Restricted cash	1,500,000	1,500,000
Total current assets	46,419,455	63,166,649
Property and equipment, net	30,615,530	30,466,858
Intangible assets, net	4,638,115	4,849,350
Goodwill	3,529,509	3,529,509
Assets to be transferred under purchase agreement	1,395,444	1,496,410
Restricted cash	4,000,000	4,000,000
Deposits and other assets	539,572	510,057
TOTAL ASSETS	$ 91,137,625	$ 108,018,833
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 5,718,121	$ 5,920,873
Accrued expenses	3,581,882	3,318,478
Current portion of deferred revenue	142,834	142,834
Other current liabilities	—	57,998
Total current liabilities	9,442,837	9,440,183
Notes payable, net of discount	25,616,653	25,368,458
End of term liability, notes payable	2,760,000	2,760,000
Deferred revenue, net of current portion	2,511,491	2,547,199
Note payable - related party, net of discount	14,850,048	14,842,396
Obligation to transfer assets under purchase agreement	12,621,844	12,621,844
Other non-current liabilities	309,353	105,996
TOTAL LIABILITIES	68,112,226	67,686,076
COMMITMENTS AND CONTINGENCIES	—	—
STOCKHOLDERS' EQUITY		
Preferred Stock, $0.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding	—	—
Common Stock - voting, $0.0001 par value, 75,000,000 shares authorized, 36,726,084 and 36,725,499 shares issued and outstanding	3,673	3,673
Common Stock - non-voting, $0.0001 par value, 8,591,160 shares authorized, 8,591,160 shares issued and outstanding	859	859
Additional Paid-In Capital	191,536,802	191,022,018
Accumulated Deficit	(168,515,935)	(150,693,793)
TOTAL STOCKHOLDERS' EQUITY	23,025,399	40,332,757
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 91,137,625	$ 108,018,833